FORM D

1211765

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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			OMB APPROVAL

OMB Number 3235-0076 Expires: November 30, 2001

Estimated average burden hours per response 16.00

SEC USE ONLY
Prefix Serial
DATE RECEIVED

				
Name of Offering (check if this is an amend Series A Convertible Preferred Stock Financing		d indicate change.)		
Filing Under (Check box(es) that apply):	Rule 504 Rule 50	05 🛛 Rule 50	6 Section	n 4(6) ULOE
	endment			A SECTION OF THE SECT
	A. BASIC IDENTIFIC	ATION DATA		JUN 6 6 2003
1. Enter the information requested about the iss	uer			3014 6 0 2003
Name of Issuer (check if this is an am Open Copyright Database, Inc.	endment and name has change	ed, and indicate ch		152 J
Address of Executive Offices 855 Folsom Street, #735, San Francisco, CA 94	(Number and Street, City,	, State, Zip Code)	Telephone Num (650) 888-3303	ber (Including Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City SA	, State, Zip Code) AME AS ABOVE	Telephone Numl SAME AS ABO	ber (Including Area Code) VE
Brief Description of Business		··-		
Computerized copyright database				PPOCESSE
Type of Business Organization	_	•		
orporation	limited partnership, already	formed	other (please specify): JUN 09 2003
business trust	limited partnership, to be for	ormed		3014 - 2 5000
Actual or Estimated Date of Incorporation or Or	ganization: Month 0 9	Year 0 2	⊠ Actual	THOMSON FINANCIAL Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Se CN for Canada; FN for other fo		for State:	DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA	
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; 	
 Each promoter of the issuer, if the issuer has been organized within the past live years, Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more 	of a class of equity
securities of the issuer;	
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership is:	suers; and
Each general and managing partner of partnership issuers.	
	ral and/or ging Partner
Full Name (Last name first, if individual) Fanning, Shawn	
Business or Residence Address (Number and Street, City, State, Zip Code) 410 Jessie Street, #802, San Francisco, CA 94103	
	ral and/or ging Partner
Full Name (Last name first, if individual) Conway, Ronald C.	
Business or Residence Address (Number and Street, City, State, Zip Code) 918 Bryant Street, Palo Alto, CA 94301	
· · · · · · · · · · · · · · · · · · ·	eral and/or ging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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· · · · · ·	ral and/or ging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
	ral and/or ging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
	ral and/or ging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Mana	ral and/or ging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	

[BY031500.160] 2 of 8

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1. Has th	e issuer solo	d, or does th	e issuer inte	nd to sell, to	non-accred	lited investo	rs in this off	ering?				\boxtimes
		Ans	wer also in	Appendix, (Column 2, if	filing under	ULOE.				_	_
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z. what	15 the minn		ioni inai min	or acceptor		1011100011111			••••••		Yes	
3. Does t	the offering	permit joint	ownership o	of a single u	nit?	,						No □
	_				has been or v							
					connection v							
					gistered with						oker	
				be listed ar	e associated	persons of s	uch a broke	r or dealer,	you may set	forth the		
	nation for th			 -						 		
Full Name	e (Last name	e first, if ind	ividual)									
Business o	or Residence	Address (N	Jumber and	Street City	State, Zip C	Code)						
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Name of A	Associated E	Broker or De	aler									
										. <u></u>		
States in V	Which Perso	n Listed Ha	s Solicited o	r Intends to	Solicit Purc	hasers						
(Check "A	All States" or	r check indi	vidual States	i)							☐ A1	1 States
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Full Name	e (Last name	first, if ind	ividual)								<u>.</u> .	
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Business of	or Residence	e Address (N	Number and	Street, City,	State, Zip C	Code)						
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Name of A	Associated E	Broker of De	aler									
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	e	Amount Already Sold
	Debt	\$		\$
	Equity	\$		\$
	Common Preferred	-		
	Convertible Securities (including warrants)	\$722,220.00		\$449,996.50
	Partnership Interests	\$	_	\$
	Other (Specify)	\$		\$
	Total	\$722,220.00		\$449,996.50
	Answer also in Appendix, Column 3, if filing under ULOE.	\$122,220.00		3449,990.30
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Dollar Amount of Purchases
	Accredited Investors	7		\$449,996.50
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)			<u>\$</u>
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
	Type of offering	Type of Security		Dollar Amount Sold
	Rule 505	N/A		\$0.00
	Regulation A	N/A	_	\$0.00
	Rule 504	N/A		\$0.00
	Total	N/A		\$0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			40.00
	Transfer Agent's Fees	*****		\$
	Printing and Engraving Costs			\$
	Legal Fees		\boxtimes	\$20,000.00
	Accounting Fees			\$
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify)			\$
	Total		$\bar{\Box}$	S

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMB	BER OF INVESTORS, EXPER	NOE:	AND USE OF P	KUC.	CEDS 1	
	b. Enter the difference between the aggregate offe Question 1 and total expenses furnished in respublishmence is the "adjusted gross proceeds to the issue	onse to Part C - Question 4.a	ι.]	This	<u>.</u>	5702,220.00	
	Indicate below the amount of the adjusted gross prodused for each of the purposes shown. If the amount estimate and check the box to the left of the estimate equal the adjusted gross proceeds to the issuer set fabove.	for any purpose is not known, it. The total of the payments li	furni isted	sh an must	٠		
				Payments to			
				Officers,			
				Directors, & Affiliates		Payments To Others	
	Salaries and fees			\$		\$	
	Purchase of real estate			\$	П	\$	
	Purchase, rental or leasing and installation of r	machinery and equipment		\$		\$	
	Construction or leasing of plant buildings and	• • •		\$		\$	
	Acquisition of other businesses (including the this offering that may be used in exchange for	value of securities involved in the assets or securities of			_		
	another issuer pursuant to a merger)			\$ \$		\$	
	Working capital			\$		\$702,220.00	
	Other (specify):		Ч	5		\$702,220.00	
	Other (specify).						
				\$		\$	
	Column Totals			\$		\$	
	Total Payments Listed (column totals added) .			\square	\$702.	220.00	
		D. FEDERAL SIGNATURE					(3.79)
<u> </u>		The control of the co		12000.3	<u> 134.141</u>	S. Mary State of Stat	
igna	ssuer has duly caused this notice to be signed by the ture constitutes an undertaking by the issuer to furn mation furnished by the issuer to any non-accredited	ish to the U/S. Securities and E	xcha	nge Commission, u	filed ipon	under Rule 505, the fol written request of its st	llowing aff, the
ssue	r (Print or Type)	Signature				Date	
	Constitute Database Trans	1 (10ez				1 5 2002	
	Copyright Database, Inc. e of Signer (Print or Type)	Title of Signer (Print or Type)				June 5, 2003	
lalp	h L. Arnheim III	Secretary					
		,					
		<u> </u>					
		ATTENTION					

1		E. STATE SIGNATURE		Paragram Santa	orai.					
1.	Is any party described in 17 CFR 230.262 presently of such rule?	· · · · · · · · · · · · · · · · · · ·	rovisions	Yes No						
	Sec	e Appendix, Column 5, for state respon-	se.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied									
	issuer has read this notification and knows the contended person.	nts to be true and has duly caused this r	notice to be signed on its behalf by	the undersigned	d duly:					
Issu	er (Print or Type)	Signature	Date							
	en Copyright Database, Inc.	Cler	June 5	, 2003						
Nar	ne (Print or Type)	Title (Print or Type)								

Instruction:

Ralph L. Arnheim III

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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THE RESERVE

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	Intend to non-a investor	d to sell accredited is in State d-Item 1)	Type of security and aggregate		Type of investor and amount purchased in State (Part C-Item 2)				fication te ULOE attach tion of granted) Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited	A	Voo	No
State AL	Y es	140		investors	Amount	Investors	Amount	Yes	No
AK									
AZ									
AR									
CA		X	Series A Convertible Preferred Stock \$449,996.50	7	\$449,996.50	0	\$0.00		х
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APPENDIX

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	to non-a	d to sell accredited is in State 3-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited	_	Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT									
NE	-								
NV									
NH									
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